

EXHIBIT D



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Subject Fairchild/AOS

Andrew,

I've attached a draft protective order for your review. Please provide your comments at your earliest convenience.

We need to conduct our Rule 26(f) conference by this Friday. We also need to file our ADR positions with the court. Please let us know when you are available.

Eric

Eric P. Jacobs

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Fairchild AOS Stipulated Protective Order.DOC